

GOVERNORS' INTERSTATE INDIAN COUNCIL
BY-LAWS

Article I. DEFINITIONS

Section 1.01 The Governors' Interstate Indian Council, Inc. (GIIC) – Hereafter referred to as Council, is made up of the Member States, which are, in turn, represented by the Delegates.

Section 1.02 Member State - Every state that meets the requirements for Article II is a Member State.

Section 1.03 Delegate - Delegates are individuals appointed by the each Member State to represent the Member State at the General Assembly and in the affairs of the Council. Delegates must have a letter of appointment from the Office of the Governor of their respective states or, in the case of Hawaii, a letter from the Governor and/or Chair of the Trustees of the Office of Hawaiian Affairs confirming their rights and privileges of membership including:

- (a) the right to vote at the General Assembly,
- (b) the right to hold office, and
- (c) the right to submit a proposal for the General Assembly.

Section 1.04 Board of Directors - The Board of Directors is the governing body of the Council elected annually at the General Assembly.

Section 1.05 General Assembly - The General Assembly is the annual conference and business meeting of the Delegates, and the Board of Directors.

Section 1.06 Mid-Year Meeting - A meeting of the Board of Directors to be held in the spring of each year.

Article II. MEMBERSHIP

Section 2.01 Any state that completes the following is a Member State for the 12-month period beginning with the opening of the General Assembly.

- (a) The Member State must pay an annual membership fee at or prior to the opening of the General Assembly; and
- (b) The office of the Governor must appoint by letter up to three (3) delegates. At least one delegate must be an American Indian tribal member, Alaska Native, or Native Hawaiian.

Section 2.02 The Board of Directors at its Mid-Year Meeting shall establish the State Membership Fee for Member States.

Section 2.03 The Council may by majority vote at the General Assembly recognize Associate Memberships, which may include recognized Indian Tribes, Indian Organizations, and interested individuals. Associate Members, whether individuals or organizations, will be required to pay a State Membership Fee in an amount to be determined each year by the Board of Directors at the Mid-Year Meeting.

(a) Associate Member Organizations and their representatives, upon payment of the State Membership Fee, may participate in all activities of the General Assembly except voting.

Article III. GENERAL ASSEMBLY OF THE COUNCIL

Section 3.01 The General Assembly shall meet at least once a year.

Section 3.02 Each state shall have as many votes as it has Delegates at the General Assembly, provided that a Delegate may vote only if present and registered. There shall be no voting by proxy at the General Assembly.

Section 3.03 The Credentials Committee shall approve Delegates who meet the criteria set forth in Section 1.03.

Section 3.04 The General Assembly will elect Directors and Officers, hear reports from the Member States, vote on the Member States that will host future General Assemblies, and vote on any question before the General Assembly.

Section 3.05 The presence of a majority of the Delegates registered at the General Assembly shall be a quorum. A quorum shall be determined at the opening of the business meeting and shall be deemed to continue until the close of the General Assembly.

Section 3.06 The General Assembly shall be conducted in accord with Robert's Rules of Order, except when these By-Laws provide otherwise.

Section 3.07 The General Assembly shall establish the policies of Council and determine the positions that will be advocated by the organization.

Article IV. BOARD OF DIRECTORS

Section 4.01 The Board of Directors will consist of the Officers and 16 Directors, the immediate Past President and the Parliamentarian.

Section 4.02 The immediate Past President and the Parliamentarian shall be non-voting members of the Board of Directors.

Section 4.03 The Officers shall serve as an Executive Board. The Executive Board will:

- (a) Support and assist the President in managing the affairs of the Council.
- (b) Manage the affairs of the Council between meetings of the Board of Directors.
- (c) As needed, authorize a Delegate or Officer to serve as their representative for Council externally and to advocate positions consistent with the policies of Council. Where there is no relevant policy adopted by Council and where immediate action is required, the Executive Board has the authority to authorize the taking of a position in keeping with the Mission of the Council, subject to ratification at the next general assembly.
- (d) The Executive Committee shall meet at least quarterly.

Section 4.04 Only Delegates may be elected to the Board of Directors. A Delegate need not be present at the General Assembly in order to be nominated for and elected to office. Provided, the nominee has submitted a letter of intent to either the President and/or the Nomination Committee prior to the election.

Section 4.05 The General Assembly will elect eight Directors each year to staggered terms of two years each. At the General Assembly where these by-laws are adopted, the delegates will elect eight Delegates to a two-year term and eight to a one-year term.

Section 4.06 The Nominations Committee will nominate at least one Delegate for each vacant Director's seat. When nominating Directors, the Committee will ensure that as many states and geographic regions as practical are represented on the Board of Directors. The Delegates at the General Assembly may also nominate delegates.

Section 4.07 In the event that a vacancy occurs prior to the expiration of a Director's term of office, the President will appoint a Director to serve the remainder of the term. Only Delegates present at the most recent General Assembly will be eligible for vacancy appointments. When filling vacancies the President will ensure that as many states and geographic regions as practical are represented on the Board of Directors.

Section 4.08 A Director may be removed by a two-thirds vote of the entire Board of Directors for misrepresentation of qualifications or for dishonesty.

Article V. MID-YEAR MEETING

Section 5.01 The Board of Directors shall meet during the spring of each year at a location to be determined by the Executive Committee.

Section 5.02 At the Mid-Year meeting, the Board of Directors shall establish the agenda for the General Assembly.

Section 5.03 The Host State for the next General Assembly shall make recommendations to the Board of Directors for the agenda of the General Assembly. The Board of Directors, in consultation with the Host State, shall determine the theme for the General Assembly.

Section 5.04 Directors and Officers may attend, participate in and vote by telephone conference call at any meetings of the Board of Directors.

Section 5.05 Notice of the Mid-Year meeting of the Board of Directors must be given in writing at least 30 days in advance of the meeting. Notice of any additional meetings of the Board of Directors must be given at least 5 days in advance of the meeting.

Section 5.06 One half plus one of the Board of Directors shall constitute a quorum. Once a quorum has been established, it shall be deemed to continue until the close of the Mid-Year Meeting.

Section 5.07 Either the President, majority of the Executive Committee, or two-thirds of the Board of Directors may call any additional meetings of the Board of Directors.

Article VI. OFFICERS

Section 6.01 The Officers of the Council shall be a President, Vice President, and Secretary, elected by a majority vote of the Delegates present at General Assembly and the appointed Treasurer and Parliamentarian. The Nominations Committee will nominate at least one Delegate for President, Vice President, and Secretary. Officers may also be nominated by Delegates at the General Assembly

Section 6.02 The Treasurer is eligible for election as Secretary.

Section 6.03 The President shall appoint a Parliamentarian to advise the President on matters of procedure and recommend rulings on procedural questions at the General Assembly and at all meetings of Board of Directors. The Parliamentarian shall serve at the pleasure of the President and may be either a Delegate or an Associate Member. Once appointed, the Parliamentarian shall be an ex-officio, non-voting member of the Board of Directors, unless, the individual is elected as a Director.

Section 6.04 The President shall preside at all meetings of the Board of Directors, including the Mid-Year Meeting.

(a) The President may vote only in case of a tie.

(b) The President shall establish a network through which information can be channeled to the Council membership during the course of his/her term of office. The President shall report on the same at the Mid-Year Meeting.

Section 6.05 Except as stated below, the Vice President shall perform the duties of the President in the absence or incapacity of the President and serve as chair of the Public Relations Committee and the Resolutions and Policy Development Committee.

In the event the President anticipates a period of incapacity, the President shall give prompt written notice to the members of the Executive Committee. The President shall inform the members of the Executive Committee of the anticipated duration of his or her incapacity. When the President has regained the capacity to resume his or her duties, he or she shall promptly notify the Executive Committee in writing.

Section 6.06 The Secretary will give notice of all meetings of the Council and the Board of Directors, keep a record of their proceedings, prepare all correspondence, maintain all records of the Council, and shall report on the same.

Section 6.07 The Treasurer shall keep an account of all monies received and expended for the use of the Council, deposit all sums received in a bank or banks approved by the Board of Directors, make an income and expense report of all funds (including that of the General Assembly) and report on the same.

Section 6.08 The President shall fill by appointment any vacant officer's seat, other than that of President. Any vacant Officer's seat shall be filled from either the Board of Directors or Delegate at the last General Assembly. The President or Secretary shall promptly notify the members of Board of Director in writing of the appointment.

Section 6.09 An Officer may be removed by a two-thirds vote of the entire Board of Directors for misrepresentation of qualifications or for dishonesty.

Article VII. COMMITTEES

Section 7.01 The Council shall include six (6) standing committees: Credentials, Nominations, Finance, Public Relations, Site Selection, and Resolution and Policy.

Section 7.02 The incoming President shall appoint a chair for each committee from among the Delegates except for the Public Relations and Resolution and Policy Development Committee. No later than thirty days after the close of the General Assembly, each Committee Chair shall appoint Committee Members.

Section 7.03 Each Committee Chair will provide the Council's Secretary with copies of the committee membership roster and minutes of meetings and will submit a report at the General Assembly.

Section 7.04 Each Committee Chair will establish a meeting schedule and subcommittees as appropriate. Each Committee will meet a minimum of once every year.

Members of any committee may attend committee meetings and vote on any matter properly before the committee by way of telephone conference. Committee Members participating by way of telephone conference shall be counted in determining whether a quorum is present.

Section 7.05 A Credentials Committee shall identify and certify the Delegates. The Credentials Committee shall submit its report to the General Assembly prior to the transacting of any business by the General Assembly.

Section 7.06 A Nominations Committee shall nominate candidates for Officers and vacant seats on the Board of Directors and shall conduct elections at the General Assembly.

Section 7.07 A Finance Committee shall support the Treasurer in managing the financial affairs of the Council and enhance resource development.

Section 7.08 A Public Relations Committee shall seek to increase awareness of the Council and expand membership and participation in its activities. The Vice President shall chair the Public Relations Committee.

Section 7.09 A Site Selection Committee will identify and facilitate selection of sites for the Mid-Year Meeting and General Assembly.

Section 7.10 A Resolutions and Policy Development Committee shall review and recommend policies for the operation of the Council and review proposals for resolutions, draft resolutions and present them to the General Assembly. The Vice President shall chair the Resolutions and Policy Committee.

Article VIII. AMENDMENTS

Section 8.01 These By-Laws may be amended by a two-thirds vote of the Delegates at a General Assembly.

GOVERNORS INTERSTATE INDIAN
COUNCIL, INCORPORATED

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WE, the undersigned incorporators, all of full age and for the purpose of forming a Corporation under and pursuant to the provisions of Chapter 317 Minnesota Statutes Annotated known as the Minnesota Non-profit Corporation Act, do hereby associate ourselves together as a body corporate and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this Corporation shall be: Governors Interstate Indian Council, Incorporated.

ARTICLE II

The purposes of this Corporation shall be generally to promote and protect the various interests, welfare and well being of Indian people of the United States and in particular those Indian residents within the various participating States of the Governors Interstate Indian Council, Incorporated.

ARTICLE III

This Corporation shall not afford pecuniary gain, incidentally or otherwise, to its members except for services rendered to or for it.

ARTICLE IV

The period of duration of Corporate existence of this Corporation shall be perpetual.

ARTICLE V

The location of the registered office of this Corporation shall be THE MINNESOTA INDIAN AFFAIRS COMMISSION, STATE CAPITOL BUILDING, ST. PAUL, MINNESOTA 55155.

ARTICLE VI

The names and addresses of each of the incorporators of this Corporation is:

Artley M. Skenandore

Minnesota Indian Affairs Commission
117 University Avenue, State Office
Annex, Rm. 110, St. Paul, Minnesota
55155

Vernon L. Ashley
Vernon L. Ashley

State Capitol Building
Pierre, South Dakota 57501.

Walter W. Broemer
Walter W. Broemer

Supt. Alabama-Coushatta Reservation
Route 3, Box 170
Livingston, Texas 77351.

ARTICLE VII

This Corporation shall not have the power nor authority to issue any shares of stock to its participating members, delegates nor member states it being contrary to the purposes, aims and ideals of this Corporation.

ARTICLE VIII

There shall be not liability upon the officers, members, agents nor participating states while acting within the scope of their Corporate authority.

ARTICLE IX

The first Board of Directors shall consist of the following named persons and their address and the said Board shall be the Governing body of this Corporation and are to hold office until their successors are elected and qualified.

Austin Engel
North Dakota Indian Affairs
Commission, Bismarck,
North Dakota 58501

Wendell Chino
P.O. Box 326
Mescalero, New Mexico

Henry Hough
853 Ogden St., Apt. 5
Denver, Colorado 80218

Eben Hopson
Special Assistant, Governor's
Office, Pouch A, Juneau,
Alaska 99801

John L. Bailey
Pleasant Point
Perry, Maine 04667

William A LeBlanc
Commission on Indian Affairs
Lansing, Michigan 48913

Elma R. Patterson
1162 Ridge Road
Lewiston, New York 14092

Vernon L. Ashley
Coordinator of Indian Affairs
State Capitol, Pierre, South
Dakota 57501

Roland Poncho
Riyte 3, Box 170
Livingston, Texas 77351

The Board of Directors of this Corporation shall be composed of Indian members from the respective participating member-states and not to exceed three members from each state.

The aforesaid members shall be the duly designated representatives from the participating states. The executive director

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or other agency head from these participating states which have an Indian Affairs Commission or agency shall automatically be a member of the Board of Directors and to be counted as one of that states three members.

ARTICLE X

The foregoing Articles of Incorporation, may be amended or altered by a vote of at least a majority of the Board of Directors and within the purview of Minnesota Statutes Annotated.

IN WITNESS WHEREOF, the undersigned incorporators have executed the foregoing Articles of Incorporation on this 12 day of April 1972.

In the presence of:

Witnesseth

Witnesseth

Witnesseth

Artley M. Skenandore
Artley M. Skenandore, Incorporator

Vernon L. Ashley
Vernon L. Ashley, Incorporator

Walter W. Broemer
Walter W. Broemer, Incorporator

STATE OF MINNESOTA

COUNTY OF RAMSEY

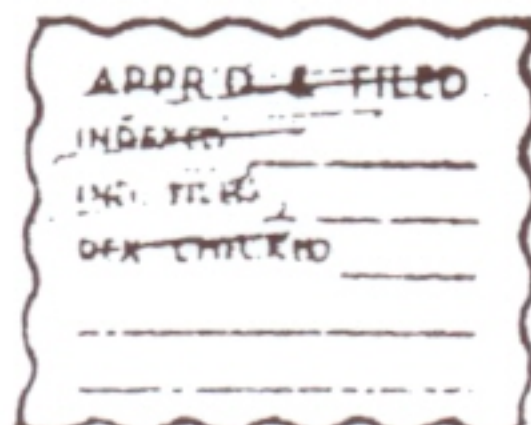
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On this 12th day of April 1972 personally appeared before me, Artley M. Skenandore, to me known to be the person described in and who executed the foregoing Articles of Incorporation of the Governors Interstate Indian Council, Incorporated and he executed the same as his free act and deed, for the uses and purposes therein expressed.

John P. King
John P. King, Notary Public
Beltrami County, Minnesota

My commission expires: 10/11/75

My Commission expires: Oct. 11, 1975



STATE of South Dakota
County of HUGHES

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On this 19th day of April, 1972, personally appeared
before me, Vernon L. Ashley, to me known to be the person
described in, and who executed the foregoing Articles of
Incorporation of the GOVERNORS' INTERSTATE INDIAN COUNCIL,
Incorporated, and that he executed the same as his free
act and deed, for the uses and purposes therein expressed.

Vernon L. Ashley

Notary Public

My Commission Expires

2-24-77